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Counsel to the Debtor and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MADISON SQUARE BOYS & GIRLS CLUB, INC.,¹

Debtor.

Chapter 11

Case No. 22-10910 (SHL)

**SEVENTH MONTHLY FEE STATEMENT OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR DEBTOR
FOR PERIOD FROM JANUARY 1, 2023 THROUGH JANUARY 31, 2023**

¹ The last four digits of the Debtor's federal tax identification number are 6792. The Debtor's mailing address is 250 Bradhurst Avenue, New York, New York 10039.

Name of Applicant: Paul, Weiss, Rifkind, Wharton & Garrison LLP

Authorized to Provide Professional Services to: Debtor and Debtor in Possession

Date of Retention: August 12, 2022, *nunc pro tunc* June 29, 2022

Period for which compensation and reimbursement is sought: January 1, 2023 through January 31, 2023

Monthly Fees Incurred: \$251,232.77

20% Holdback: \$50,246.55

Total Compensation Less 20% Holdback: \$200,986.22

Monthly Expenses Incurred: \$2,059.91

Total Fees and Expenses Due: \$203,046.13

This is a: X monthly ____ interim ____ final application

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Paul, Weiss, Rifkind, Wharton & Garrison LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 121] (the “Retention Order”), and the *Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 125] (the “Interim Compensation Order”),² Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”), counsel

² Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

for the above-captioned debtor and debtor in possession (collectively, the “Debtor”) hereby submits this seventh monthly fee statement (the “Seventh Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as counsel to the Debtor, for the period from January 1, 2023 through January 31, 2023 (the “Seventh Monthly Fee Period”). By this Seventh Monthly Fee Statement, Paul, Weiss seeks payment in the amount of \$203,046.13, which is comprised of (i) \$200,986.22, which represents eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the Seventh Monthly Fee Period, and (ii) reimbursement of \$2,059.91, which represents one hundred percent (100%) of actual and necessary expenses incurred in connection with such services, subject in each case to certain voluntary reductions.

Services Rendered and Expenses Incurred

1. Attached as Exhibit A is a summary of Paul, Weiss’s professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with this chapter 11 case during the Seventh Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at Paul, Weiss’s current billing rates, (iv) amount of fees earned by each Paul, Weiss professional, and (v) the year of bar admission for each attorney. The blended hourly billing rate of Paul, Weiss attorneys during the Seventh Monthly Fee Period is approximately \$1,324.65. The blended hourly rate of legal assistants during the Seventh Monthly Fee Period is approximately \$351.50.³

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Seventh Monthly Fee Period.

³ In addition to the 7.5% discount to its standard hourly rates pursuant to the Retention Order, Paul, Weiss is also providing a further voluntary reduction in fees in the amount of \$25,562.50 incurred during the Seventh Monthly Fee Period.

3. Attached as **Exhibit C** is a summary of expenses incurred and reimbursement sought, by expense type, for the Seventh Monthly Fee Period.

4. Attached as **Exhibit D** is itemized time detail of Paul, Weiss professionals for the Seventh Monthly Fee Period and summary materials related thereto.

Notice and Objection Procedures

5. Notice of this Seventh Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (a) the Debtor, Madison Square Boys and Girls Club, Inc., 250 Bradhurst Avenue, New York, New York 10039 (Attn.: Tim McChristian and Jeffrey Dold); (b) Debtor's counsel, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019 (Attn.: Alan W. Kornberg, Andrew M. Parlen, and John T. Weber); (c) counsel to the United States Trustee for Region 2, U.S. Department of Justice, Office of the U.S. Trustee, 201 Varick Street, Room 1006, New York, New York 10014 (Attn.: Andrea B. Schwartz and Tara Tiantian); and (d) counsel to the Official Committee of Unsecured Creditors, Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 34th Floor, New York, New York 10017 (Attn.: James Stang, John W. Lucas, and Gillian N. Brown).

6. Objections to this Seventh Monthly Fee Statement, if any, must be filed with the Court and served upon Paul, Weiss and the other Notice Parties so as to be received no later than **fifteen (15) days after filing of Fee Statement** (the "**Objection Deadline**"), setting forth the nature of the objection and the amount of fees or expenses at issue (an "**Objection**").

7. If no Objections to this Seventh Monthly Fee Statement are filed and served as set forth above, the Debtor shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

8. If an Objection to this Seventh Monthly Fee Statement is received on or before the Objection Deadline, the Debtor shall withhold payment of that portion of this Seventh Monthly

Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

New York, New York
Dated: February 21, 2023

/s/ Alan. W. Kornberg

Alan W. Kornberg, Esq.

Andrew M. Parlen, Esq.

William A. Clareman, Esq.

John T. Weber, Esq.

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Counsel to the Debtor and Debtor in Possession

Exhibit A

Compensation by Professional

**SUMMARY OF COMPENSATION BY PROFESSIONAL
FOR SERVICES RENDERED FOR THE PERIOD
FROM JANUARY 1, 2023 THROUGH JANUARY 31, 2023**

Name of Professional Partners and Counsel	Title	Department	Year Admitted	Standard Hourly Rate (\$)	7.5% Discounted Hourly Rate (\$)	Total Billed Hours	Total Compensation (\$)
Alan W. Kornberg	Partner	Of Counsel	1978	2,025.00	1,873.13	11.10	20,791.65
John T. Weber	Partner	Restructuring	2013	1,605.00	1,484.62	76.60	113,722.25
Total Partners and Counsel:						#87.70	\$134,513.90

Name of Associates	Department	Year Admitted	Hourly Billing Rate (\$)	7.5% Discounted Hourly Rate (\$)	Total Billed Hours	Total Compensation (\$)
David G. Winter	Litigation	2016			13.00	15,392.00
Miriam M. Levi	Restructuring	2018	1,210.00	1,119.25	47.50	53,164.23
Shafaq Hasan	Restructuring	2020	1,135.00	1,049.87	22.50	23,622.17
Tyler Zelinger	Restructuring	2021	1,040.00	962.00	23.50	22,607.22
Total Associates:					#106.50	\$114,785.62

Name of Paralegals and Other Non-Legal Staff	Hourly Billing Rate (\$)	7.5% Discounted Hourly Rate (\$)	Total Billed Hours	Total Compensation (\$)
Julia Hossain	380.00	351.50	5.50	1,933.25
Total Paralegals and Other Non-Legal Staff:			#5.50	\$1,933.25

PROFESSIONALS	7.5% DISCOUNTED BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,646.44	87.70	134,513.90
Associates	1,077.80	106.50	114,785.62
Paralegals/Non-Legal Staff	351.50	5.50	1,933.25
Blended Attorney Rate	1,324.65	188.20	249,299.52
Total Fees Incurred		#199.70	\$251,232.77

Exhibit B

Compensation by Task Code

AGGREGATE TIME SUMMARY BY TASK CODE
FOR THE PERIOD FROM JANUARY 1, 2023 THROUGH JANUARY 31, 2023⁴

Task Code	Project Category	Total Hours	Total Fees (\$)
701	Case Administration	15.00	15,014.11
702	Asset Analysis and Recovery	11.80	15,398.45
703	Asset Disposition/Sale Transaction	6.00	6,076.53
705	Fee/Employment Applications	9.60	13,591.48
708	Claims Administration and Objections	15.30	16,877.52
709	Plan and Disclosure Statement	111.40	146,962.55
710	Litigation	14.60	17,180.02
711	Court Hearings	9.10	10,826.65
712	Cash Collateral/DIP Financing/Exit Financing	1.50	2,226.93
715	Creditor Inquiries	1.70	1,902.72
716	Corporate Governance and Board Matters	3.70	5,175.81
	TOTAL	199.70	\$251,232.77

⁴ Exhibit B reflects the fee amounts after the application of the 7.5% discount.

Exhibit C

Expense Summary

**AGGREGATE ITEMIZED DISBURSEMENTS FOR THE PERIOD
FROM JANUARY 1, 2023 THROUGH JANUARY 31, 2023**

Expenses Category	Total Expenses (\$)
Information Retrieval Services	1,679.04
Reporting Services	278.30
Miscellaneous	102.57
TOTAL	\$2,059.91

Exhibit D

Itemized Time Detail

Madison Square Boys & Girls Club Inc.
250 Bradhurst Avenue
New York, NY 10039
Tim McChristian

NEW YORK

February 21, 2023

PLEASE SEND YOUR REMITTANCE TO

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6064

Ref: 1428267

IN ACCOUNT WITH

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

Taxpayer ID# 13-1662105

FOR PROFESSIONAL SERVICES rendered through January 31,
2023 in connection with Madison Square - Chapter 11 Cases. \$ 271,603.00

Less 7.5% discount (20,370.23)

Subtotal: \$ 251,232.77

Disbursements and other charges posted through January 31, 2023:

Corporate Services	102.57
Information Retrieval Services	1,679.04
Reporting	278.30
	<u>2,059.91</u>
Total Amount Due:	<u>\$ 253,292.68</u>

Client: 023144 Madison Square Boys & Girls Club, Inc.

Invoice #: 1428267

Matter: 00002 Madison Square - Chapter 11 Cases

Date: 02/21/2023

TIME SUMMARY

Name	Dept	Title	Oldest Entry	Latest Entry	Hours
Weber, John	Rstr	Partner	01/03/23	01/31/23	76.60
Kornberg, Alan W	Rstr	Of Counsel	01/02/23	01/30/23	11.10
Hasan, Shafiq	Rstr	Associate	01/02/23	01/31/23	22.50
Levi, Miriam M.	Rstr	Associate	01/03/23	01/31/23	47.50
Winter, Daniel G.	Lit	Associate	12/19/22	01/26/23	13.00
Zelinger, Tyler F	Rstr	Associate	01/03/23	01/31/23	23.50
Non-Legal Support					5.50
				TOTAL	199.70

TIME DETAIL

Name	Dept	Title	Date	Task	Description	Hours
Levi, Miriam M.	Rstr	Associate	01/03/23	701	Prepare for and attend weekly team call (.6); review cash management order and correspond re same (.2).	0.80
Hossain, Julia	Rstr	Paralegal	01/03/23	701	Prepare order and notice for sixth interim cash management motion (.5); e-file notice of presentment (.3); coordinate service of same (.2).	1.00
Hasan, Shafiq	Rstr	Associate	01/03/23	701	Attend weekly advisor meeting.	0.60
Weber, John	Rstr	Partner	01/03/23	701	Prepare for and participate in teleconference with PW team re matter status, open workstreams and next steps.	0.50
Hasan, Shafiq	Rstr	Associate	01/05/23	701	Review, revise WIP and circulate to PW team.	0.50
Hossain, Julia	Rstr	Paralegal	01/06/23	701	Prepare CNO for monthly fee statement (.4); file CNO (.2); coordinate service of same (.4).	1.00
Weber, John	Rstr	Partner	01/10/23	701	Review, revise notice re modified exclusivity extension order (.2); correspond with M. Levi re finalizing and filing same (.1); review, revise hearing agenda and correspond with M. Levi re same finalizing and filing same (.4).	0.70
Hossain, Julia	Rstr	Paralegal	01/10/23	701	File notice of proposed order and coordinate service (.4); file agenda and coordinate service (.4).	0.80
Hossain, Julia	Rstr	Paralegal	01/12/23	701	Review, revise amended agenda (.3); file amended agenda and coordinate service (.4).	0.70
Kornberg, Alan W	Rstr	Of Counsel	01/12/23	701	Emails to and from J. Weber re resolution of U.S. Trustee objections to fee applications.	0.20
Levi, Miriam M.	Rstr	Associate	01/12/23	701	Review, revise exclusivity and fee application orders (.5); emails re same (.2).	0.70
Weber, John	Rstr	Partner	01/13/23	701	Review, revise audit narrative (.4); correspond with M. Levi re same (.1).	0.50
Kornberg, Alan W	Rstr	Of Counsel	01/13/23	701	Emails to and from PW team re next outreach to Charities Bureau re Clubhouse sale under Plan.	0.10
Levi, Miriam M.	Rstr	Associate	01/16/23	701	Emails re diligence request.	0.20
Weber, John	Rstr	Partner	01/18/23	701	Prepare for and participate in office conference with PW team re matter status and key workstreams.	0.50
Hasan, Shafiq	Rstr	Associate	01/18/23	701	Attend weekly adviser meeting.	0.50

Client: 023144 Madison Square Boys & Girls Club, Inc.**Invoice #: 1428267****Matter: 00002 Madison Square - Chapter 11 Cases****Date: 02/21/2023**

Name	Dept	Title	Date	Task	Description	Hours
Zelinger, Tyler F	Rstr	Associate	01/18/23	701	Attend, participate in call with PW team re workstreams.	0.50
Levi, Miriam M.	Rstr	Associate	01/18/23	701	Prepare for and attend weekly call.	0.50
Levi, Miriam M.	Rstr	Associate	01/19/23	701	Review, revise NYC email (.1); correspondence re same (.3); conduct research re UCC NY (.2); emails re same (.1); review, revise case calendar (.2).	0.90
Hossain, Julia	Rstr	Paralegal	01/20/23	701	Circulate filing version of Paul Weiss' monthly fee statement (.2); coordinate service of fee statements (.2).	0.40
Zelinger, Tyler F	Rstr	Associate	01/23/23	701	Attend and participate in call with PW team re workstreams related to plan review and next steps.	0.60
Weber, John	Rstr	Partner	01/23/23	701	Prepare for, participate in teleconference with PW team re matter status and next steps.	0.50
Hasan, Shafiq	Rstr	Associate	01/23/23	701	Attend weekly WIP meeting.	0.50
Zelinger, Tyler F	Rstr	Associate	01/24/23	701	Prepare for, attend and participate in meeting with PW team re Plan workstreams and next steps.	0.60
Weber, John	Rstr	Partner	01/24/23	701	Office conference with PW team re matter status and next steps .	0.40
Hasan, Shafiq	Rstr	Associate	01/24/23	701	Attend advisor call.	0.40
Kornberg, Alan W	Rstr	Of Counsel	01/24/23	701	Attend weekly team meeting to review status of various work streams.	0.40
Kornberg, Alan W	Rstr	Of Counsel	01/06/23	702	Review proposed declaration for Hayden forwarded by Pachulski relating to search for insurance documents.	0.10
Levi, Miriam M.	Rstr	Associate	01/10/23	702	Emails re insurance discovery.	0.30
Weber, John	Rstr	Partner	01/13/23	702	Correspond with T. McChristian re NYC grants (.3); confer with M. Levi re NYC grant issues and conduct preliminary research re same (.9).	1.20
Zelinger, Tyler F	Rstr	Associate	01/17/23	702	Call with M. Levi re 525(a) discrimination (.1); research case law re same (2.4); draft summary re same (.1); correspond with M. Levi re same (.5).	3.10
Kornberg, Alan W	Rstr	Of Counsel	01/17/23	702	Review correspondence from Chubb concerning reimbursement of past due attorneys fees.	0.20
Weber, John	Rstr	Partner	01/17/23	702	Correspond with M. Levi, S. Greenspan and W. Clareman re payment from Chubb re defense costs (.3); review, analyze correspondence from S. Greenspan re assessment of payment (.4); review, analyze research re section 525 discrimination and the EDC grant withdrawal (1.2); correspond with T. Zelinger and M. Levi re same and follow-up research items re section 525 limitations (.4); review, revise proposed letter to EDC re 525 issues and status of chapter 11 (.4).	2.70
Levi, Miriam M.	Rstr	Associate	01/17/23	702	Prepare for and attend call with T. Zelinger re city grant research (.2); prepare email to NYC re same (.3); call with R. Chiu re same (.2); review research re same (.2); emails re insurance reimbursement (.2).	1.10

Client: 023144 Madison Square Boys & Girls Club, Inc.

Invoice #: 1428267

Matter: 00002 Madison Square - Chapter 11 Cases

Date: 02/21/2023

Name	Dept	Title	Date	Task	Description	Hours
Weber, John	Rstr	Partner	01/18/23	702	Correspond with S. Greenspan re Chubb reimbursement (.3); prepare update to Committee professionals re same (.6); review and revise correspondence with EDC re grant issues (.6).	1.50
Kornberg, Alan W	Rstr	Of Counsel	01/19/23	702	Emails to and from S. Greenspan re recent payments of defense costs by Chubb.	0.20
Weber, John	Rstr	Partner	01/19/23	702	Correspond with M. Levi re EDC and section 525 research (.4); further review and revise letter to EDC re same (.2).	0.60
Levi, Miriam M.	Rstr	Associate	01/20/23	702	Review research re UCC NY and emails re same (.2); emails re case calendar (.1).	0.30
Weber, John	Rstr	Partner	01/25/23	702	Correspond with T. McChristian re status of discussions with EDC re pending grants.	0.30
Levi, Miriam M.	Rstr	Associate	01/31/23	702	Correspond with Pillsbury re Chubb reimbursement.	0.20
Levi, Miriam M.	Rstr	Associate	01/03/23	703	Correspondence re NYAG letter (.1); review and revise same (.2).	0.30
Kornberg, Alan W	Rstr	Of Counsel	01/03/23	703	Review emails from Pachulski and J. Weber re proposed meeting between Cushman and Wakefield and Island Dundon.	0.10
Hasan, Shafaq	Rstr	Associate	01/06/23	703	Review, revise letter to NY AG re status update of case.	0.70
Weber, John	Rstr	Partner	01/09/23	703	Correspond with J. Lucas re broker engagement letter re clubhouse sale transaction.	0.20
Zelinger, Tyler F	Rstr	Associate	01/09/23	703	Research NY state law requirements applicable to sale of all or substantially all assets of non-profit entity, draft summary re same (4.5); and correspond with M. Levi re same (.2).	4.70
Levi, Miriam M.	Rstr	Associate	01/03/23	705	Review, revise Epiq order and correspond re same (.5); call with UST re same (.4).	0.90
Levi, Miriam M.	Rstr	Associate	01/06/23	705	Emails re fee applications.	0.20
Weber, John	Rstr	Partner	01/09/23	705	Correspond with M. Levi re UST objections to fee applications and potential adjournment of hearing on same.	0.20
Kornberg, Alan W	Rstr	Of Counsel	01/10/23	705	Review correspondence from US Trustee's office re first interim fee applications.	0.10
Weber, John	Rstr	Partner	01/10/23	705	Review materials re UST comments to PW First Interim Fee Application and prepare response to UST (2.0); correspond with A. Kornberg, M. Levi and A. Parlen re same (.4); confer with S. Hasan and M. Levi re expense detail (.3); revise and circulate response to UST (.4); review, analyze research re holdback allowance (.8).	3.90

Client: 023144 Madison Square Boys & Girls Club, Inc.

Invoice #: 1428267

Matter: 00002 Madison Square - Chapter 11 Cases

Date: 02/21/2023

Name	Dept	Title	Date	Task	Description	Hours
Weber, John	Rstr	Partner	01/11/23	705	Correspond with J. Lucas and A. Schwartz re fee application (.2); prepare for and participate in teleconference with A. Schwartz to negotiate resolution re fee applications (.6); conduct research re holdback payment in SDNY (1.4); correspond with A. Kornberg and A. Parlen re same; further consider and assess authorities re same (.9); prepare correspondence re resolution of holdback issue (.4).	3.50
Hossain, Julia	Rstr	Paralegal	01/11/23	705	File supplemental conflicts declaration and coordinate service.	0.40
Kornberg, Alan W	Rstr	Of Counsel	01/11/23	705	Meeting with J. Weber to discuss handling of next day's fee hearing (.2); emails throughout the day from J. Weber and A. Schwartz re objections to payment of holdback amounts (.2).	0.40
Levi, Miriam M.	Rstr	Associate	01/05/23	708	Review, revise claims objection.	1.00
Zelinger, Tyler F	Rstr	Associate	01/05/23	708	Review, revise claims objection.	1.20
Zelinger, Tyler F	Rstr	Associate	01/09/23	708	Correspond with M. Levi re need for declarations in connection with claims objections (.2); review, summarize precedents re same (1.1).	1.30
Levi, Miriam M.	Rstr	Associate	01/09/23	708	Review, revise RU claim objection (1.4); research re same (.5).	1.90
Levi, Miriam M.	Rstr	Associate	01/10/23	708	Review, revise claims objection (.5); research re same (.6).	1.10
Levi, Miriam M.	Rstr	Associate	01/13/23	708	Review, revise claims objection (1.3); review markup of same (.3); emails re same (.2); research re same (.5).	2.30
Levi, Miriam M.	Rstr	Associate	01/16/23	708	Review, revise objection (.5); emails re same (.2); research re same (.5).	1.20
Levi, Miriam M.	Rstr	Associate	01/18/23	708	Review comments to claims objection (.1); review, revise same (.2).	0.30
Levi, Miriam M.	Rstr	Associate	01/19/23	708	Review T. Zelinger research re claim objection (.1); emails re same (.1).	0.20
Levi, Miriam M.	Rstr	Associate	01/25/23	708	Correspondence re objection research.	0.20
Weber, John	Rstr	Partner	01/26/23	708	Teleconference re RU objection and updating draft of same.	0.40
Levi, Miriam M.	Rstr	Associate	01/26/23	708	Prepare for and attend call with FK re claims objection (.7)	0.70
Levi, Miriam M.	Rstr	Associate	01/27/23	708	Review, revise claims objection (1.4); research re same (.6).	2.00
Levi, Miriam M.	Rstr	Associate	01/30/23	708	Review, revise objection (1.0); emails re same (.2).	1.20
Levi, Miriam M.	Rstr	Associate	01/31/23	708	Review comments to objection and emails re same.	0.30
Hasan, Shafaque	Rstr	Associate	01/02/23	709	Research re exculpation clauses.	3.00
Kornberg, Alan W	Rstr	Of Counsel	01/02/23	709	Emails to and from M. Hershman re draft letter to Charities Bureau.	0.10
Zelinger, Tyler F	Rstr	Associate	01/03/23	709	Attend and participate in call with PW team re workstreams related to plan and disclosure statement filing, and claim objections.	0.60

Client: 023144 Madison Square Boys & Girls Club, Inc.**Invoice #: 1428267****Matter: 00002 Madison Square - Chapter 11 Cases****Date: 02/21/2023**

Name	Dept	Title	Date	Task	Description	Hours
Hasan, Shafaq	Rstr	Associate	01/03/23	709	Research exculpation clauses (.8); draft summary of same (.4).	1.20
Levi, Miriam M.	Rstr	Associate	01/03/23	709	Review, revise disclosure statement (1.0); emails re same (.2); emails re plan (.2); emails re trust documents (.1); emails re disclosure statement exhibits (.1).	1.60
Kornberg, Alan W	Rstr	Of Counsel	01/03/23	709	Emails from T. McChristian and J. Weber re status of draft plan and disclosure statement (.1); emails to and from team re proposed revisions to plan exculpation provisions (.2).	0.30
Weber, John	Rstr	Partner	01/03/23	709	Correspond with T. McChristian and A. Kornberg re status update on plan (.2); review analysis re exculpation provisions (.5); correspond with S. Hasan re same (.2); review, revise disclosure statement exhibits (1.7); correspond with UCC counsel re broker re Navy Yard transaction (.3).	2.90
Zelinger, Tyler F	Rstr	Associate	01/04/23	709	Review, collate final filed versions of trust documents from precedent cases re Plan structuring research (.9); correspond with M. Levi re same (.2).	1.10
Levi, Miriam M.	Rstr	Associate	01/04/23	709	Prepare for, attend call with Teneo re disclosure statement exhibits (.5); review, revise same (1.2).	1.70
Weber, John	Rstr	Partner	01/04/23	709	Confer with J. Lucas re plan/disclosure statement (.3); correspond with PW team re modifications to Plan's exculpation provisions re precedent review (.5); update PW team re status of UCC comments to plan/disclosure statement (.3); correspond with S. Greenspan re Plan's document production provisions (.4); review, revise disclosure statement exhibits (1.1); teleconference with Teneo team and M. Levi re liquidation analysis (1.0); follow-up correspondence with M. Levi re same (.2); review, revise draft letter to NYAG re Committee Settlement and sale of Navy Yard under proposed plan (.6).	4.40
Kornberg, Alan W	Rstr	Of Counsel	01/04/23	709	Review research memo on scope of exculpation.	0.10
Levi, Miriam M.	Rstr	Associate	01/05/23	709	Review exclusivity objection (.2); draft reply (1.3); emails re same (.5).	2.00
Weber, John	Rstr	Partner	01/05/23	709	Review, revise Liquidation Analysis (.6); correspond with M. Levi and R. Chiu re same (.2); review, analyze RU objection to exclusivity extension (.6); prepare and circulate outline re reply to same (.9); correspond with M. Levi re same (.2).	2.50
Hasan, Shafaq	Rstr	Associate	01/06/23	709	Research re exclusivity extensions (2.2); revise exclusivity reply re same (.4); circulate reply for review (.2).	2.80
Kornberg, Alan W	Rstr	Of Counsel	01/06/23	709	Review Rockefeller's objection to the exclusivity motion (.2); review, revise draft reply to Rockefeller objection (.9); meet with team to discuss strategy for dealing with same (.4); review committee comments on reply (.1).	1.60

Client: 023144 Madison Square Boys & Girls Club, Inc.**Invoice #: 1428267****Matter: 00002 Madison Square - Chapter 11 Cases****Date: 02/21/2023**

Name	Dept	Title	Date	Task	Description	Hours
Levi, Miriam M.	Rstr	Associate	01/06/23	709	Review, revise reply (.7); research re same (.3); attend call re same (.2); emails re same (.6); review and revise liquidation analysis (.5).	2.30
Weber, John	Rstr	Partner	01/06/23	709	Prepare for, participate in teleconference re exclusivity hearing (.5); review, revise exclusivity reply to RU objection (1.4); correspond with M. Levi re updating same (.3); correspond with R. Chiu re disclosure statement exhibits (.4); correspond and confer with R. Chiu re call with UCC and Navy Yard Broker (.4); correspond with A. Kornberg and M. Levi re exclusivity reply (.4).	3.40
Zelinger, Tyler F	Rstr	Associate	01/09/23	709	Attend call with PW team re exclusivity, research tasks.	0.40
Weber, John	Rstr	Partner	01/09/23	709	Prepare for and confer with G. Galardi re exclusivity and plan related matters (.8); correspond with PW team re update on same (.3); correspond with Madison Board and UCC counsel re same (.5); consider and assessment plan related issues re liquidation analysis (.8); prepare for and participate in teleconference with PW team re RU plan issues (.9); prepare for and confer with J. Lucas re exclusivity objection resolution and status of plan/disclosure statement (.4).	3.70
Kornberg, Alan W	Rstr	Of Counsel	01/09/23	709	Emails to and from T. McChristian re certain provisions of draft plan (.1); emails to and from J. Weber re preparation of a liquidation analysis (.1); emails to and from J. Weber concerning Rockefeller's objection to exclusivity and related matters (.1); discussions with J. Weber re same (.2); discussions with J. Weber re possible resolution of Rockefeller objection (.4); discussion with G. Galardi re certain allegations in exclusivity objection (.2).	1.10
Levi, Miriam M.	Rstr	Associate	01/10/23	709	Review, revise liquidation analysis (.2); research re same (.5).	0.70
Kornberg, Alan W	Rstr	Of Counsel	01/10/23	709	Discussions with J. Weber re resolution of Rockefeller objection to exclusivity extension (.1); discussion with team re same and related likely confirmation issues (.6).	0.70
Zelinger, Tyler F	Rstr	Associate	01/11/23	709	Review, summarize case law, statutes re AG, Court approval of asset sales by non-profits re clubhouse sale under Plan (1.9); draft summary re same and correspond with M. Levi re same (.4).	2.30
Weber, John	Rstr	Partner	01/11/23	709	Review, revise exculpation and injunction provisions of Plan.	0.40
Weber, John	Rstr	Partner	01/12/23	709	Correspond with Pachulski team re status of plan/disclosure statement (.2); correspond with M. Levi re disclosure statement exhibits and solicitation motion updates (.5).	0.70
Levi, Miriam M.	Rstr	Associate	01/13/23	709	Review, revise disclosure statement exhibits (1.0); emails re same (.2).	1.20

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Name	Dept	Title	Date	Task	Description	Hours
Kornberg, Alan W	Rstr	Of Counsel	01/13/23	709	Emails to and from T. McChristian re status of draft plan (.1); emails to and from J. Weber re certain confirmation-related matters (.1).	0.20
Weber, John	Rstr	Partner	01/13/23	709	Correspond with J. Lucas re status of plan (.1); correspond with M. Levi re updates to disclosure statement exhibits (.3); correspond with A. Kornberg and W. Clareman re plan discovery related items (.5).	0.90
Levi, Miriam M.	Rstr	Associate	01/16/23	709	Review, revise liquidation analysis.	0.30
Weber, John	Rstr	Partner	01/17/23	709	Correspond with PW team re expert witness considerations for confirmation evidentiary matters (.4); correspond with M. Levi re Liquidation Analysis (.3).	0.70
Kornberg, Alan W	Rstr	Of Counsel	01/18/23	709	Review research memo concerning certain state law issues relating to confirmation (.2); attend team meeting to discuss confirmation process and preparation for potential objections (.5); follow up email to W. Clareman re same (.1); email to R. Eaddy and D. Devine re plan objections (.1); review and comment on draft liquidation analysis (.5); conference call with R. Eaddy and D. Devine to discuss confirmation objections (.5).	1.90
Zelinger, Tyler F	Rstr	Associate	01/18/23	709	Research case law re effect of discharge on disallowed contingent claims (.9); discuss same with J. Weber (.2); research case law re 502(j) motions for reconsideration (1.1).	2.20
Hasan, Shafaq	Rstr	Associate	01/19/23	709	Draft, revise timeline for confirmation.	1.20
Zelinger, Tyler F	Rstr	Associate	01/19/23	709	Review precedent plan re treatment of indirect claims in allocation protocol (.8); summarize and correspond with M. Levi re same (.7).	1.50
Kornberg, Alan W	Rstr	Of Counsel	01/19/23	709	Emails to and from D. Devine re plan status (.2); discuss with J. Lucas the status of the committee's comments on the draft plan (.2).	0.40
Weber, John	Rstr	Partner	01/19/23	709	Prepare for, participate in teleconference re confirmation strategy issues and discovery matters (.9); review, analyze research re NPCL and asset sales (1.6); correspond with Cushman & Wakefield team re liquidation analysis (.2); prepare for, participate in teleconference with C&W re Liquidation Analysis and expert testimony re confirmation (.5) (partial); correspond with A. Parlen and A. Kornberg re strategy and related plan issues (.7); correspond with T. McChristian re status of plan/disclosure statement (.3).	4.30
Levi, Miriam M.	Rstr	Associate	01/19/23	709	Review, revise liquidation analysis (.3); emails re same (.2).	0.50
Winter, Daniel G.	Lit	Associate	01/19/23	709	Review email re timing of draft plan to insurers, Chubb payment and implications re same, research into UCC and application re same.	1.20

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Name	Dept	Title	Date	Task	Description	Hours
Kornberg, Alan W	Rstr	Of Counsel	01/20/23	709	Emails to and from D. Devine re status of Plan and certain matters relating to Rockefeller (.2); review talking points re Rockefeller requested by D. Devine (.1).	0.30
Hasan, Shafaq	Rstr	Associate	01/20/23	709	Revise confirmation calendar.	1.10
Weber, John	Rstr	Partner	01/20/23	709	Review, analyze mediation settlement re insurance defense cost provisions (.3); review, analyze plan provisions re same (.3); prepare for and confer with A. Parlen re strategy on same (.6); correspond with M. Levi re update to plan re insurance provisions (.2).	1.40
Weber, John	Rstr	Partner	01/20/23	709	Review, revise confirmation calendar and consider discovery schedule re same (1.5); correspond with W. Clareman and M. Levi re same (.4); consider declarations in support of confirmation and preparation of same (.5).	2.40
Levi, Miriam M.	Rstr	Associate	01/20/23	709	Review, revise liquidation analysis.	0.20
Zelinger, Tyler F	Rstr	Associate	01/22/23	709	Review, analyze draft of Plan and update per comments from J. Weber.	0.20
Levi, Miriam M.	Rstr	Associate	01/23/23	709	Review plan markup (.5); emails re same (.2); call re same (.5); review and revise same (3.5).	4.70
Kornberg, Alan W	Rstr	Of Counsel	01/23/23	709	Review initial email from S. Greenspan re committee comments on plan (.1); emails to and from J. Weber and T. McChristian re status and need for a board meeting (.1).	0.20
Weber, John	Rstr	Partner	01/23/23	709	Review, analyze summary of plan modifications from M. Levi and provide responses to same (.8); review, revise plan (4.3); review, revise liquidation analysis (.9); correspond with W. Clareman and M. Levi re expert witness issues re plan confirmation (.4); correspond with D. Winters re same (.2); compile and circulate mark-up of plan to PW team (.7); review comments to plan from S. Greenspan re insurance related provisions (.4); correspond with M. Levi re same (.2).	7.90
Levi, Miriam M.	Rstr	Associate	01/24/23	709	Review, revise plan (3.0); emails re same (.4).	3.40
Weber, John	Rstr	Partner	01/24/23	709	Continue to review, revise plan (.8); prepare for, participate in office conference with M. Levi re insurance provisions of plan (1.0); prepare for, participate in teleconference with Pillsbury re insurance provisions of plan (1.0); confer with J. Lucas re Plan (.4); correspond with W. Clareman re litigation/confirmation scheduling (.4); review, revise allocation protocol (.6); correspond with M. Levi re plan modifications (.6).	4.80
Kornberg, Alan W	Rstr	Of Counsel	01/24/23	709	Review UCC comments to draft plan.	0.80
Levi, Miriam M.	Rstr	Associate	01/25/23	709	Review, revise plan (.8); emails re same (.3); draft issued list re same (.2)	1.70

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Name	Dept	Title	Date	Task	Description	Hours
Weber, John	Rstr	Partner	01/25/23	709	Review, revise updated draft of plan (1.7); confer with M. Levi re further modifications to plan and next steps (.4); review, revise disclosure statement exhibits and correspond with R. Chiu re same (.7).	2.80
Weber, John	Rstr	Partner	01/26/23	709	Review, analyze comments to plan from D. Meyers and respond to same (.7); correspond with G. Galardi re plan (.2); review, revise plan issues list re board update (.5); correspond with A. Parlen re same (.2); correspond with R. Chiu re disclosure statement exhibits (.3); review and revise same (.3); review precedent re 502(d) order plan provisions (.8); correspond and confer with M. Condyles re plan, case timing and NTMC plan provisions (.5); review and revise plan (1.2).	4.70
Hasan, Shafiq	Rstr	Associate	01/26/23	709	Review, revise confirmation order.	0.50
Kornberg, Alan W	Rstr	Of Counsel	01/26/23	709	Emails to and from J. Weber re dissemination of plan exhibits (.2); review, revise plan issues list (.4); review markup of Committee draft and emails to and from M. Levi re same (.3); review UCC's allocation proposal (.2).	1.10
Levi, Miriam M.	Rstr	Associate	01/26/23	709	Emails re confirmation prep.	0.20
Hasan, Shafiq	Rstr	Associate	01/27/23	709	Review, revise confirmation order.	2.70
Weber, John	Rstr	Partner	01/27/23	709	Correspond with M. Levi re plan (.2); further review, revise plan (1.1); correspond with T. McChristian re plan and next steps with Committee (.3).	1.60
Levi, Miriam M.	Rstr	Associate	01/27/23	709	Review, revise plan (.3); correspondence re same (.2).	0.50
Hasan, Shafiq	Rstr	Associate	01/30/23	709	Draft, revise confirmation order (.5); review precedent re same (1.0).	1.50
Levi, Miriam M.	Rstr	Associate	01/30/23	709	Emails re DS exhibits (.2); emails re DS documents (.2)	0.40
Weber, John	Rstr	Partner	01/30/23	709	Confer with M. Levi re next steps re plan (.4); confer with J. Lucas re insurance related matters re Plan (.6); correspond with M. Levi re same (.3).	1.30
Hasan, Shafiq	Rstr	Associate	01/31/23	709	Draft, revise confirmation order (2.1); review precedent re same (1.0).	3.10
Zelinger, Tyler F	Rstr	Associate	01/31/23	709	Review, revise disclosure statement and correspond with M. Levi re same (1.6); review, revise solicitation motion (.9); discuss same with M. Levi (.2); review and discuss allocation protocol with M. Levi (.5).	3.20
Levi, Miriam M.	Rstr	Associate	01/31/23	709	Review revised DS/DS motion (.2); emails re same (.2); review, revise same (.2).	0.60
Winter, Daniel G.	Lit	Associate	12/19/22	710	Discussions with W. Clareman re research into FRE 502(d) orders.	0.20
Winter, Daniel G.	Lit	Associate	12/23/22	710	Legal research into FRE 502(d) orders (2.0); gather relevant precedents and templates re same (1.0); draft summary email re same (1.3).	4.30

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Name	Dept	Title	Date	Task	Description	Hours
Winter, Daniel G.	Lit	Associate	01/04/23	710	Review email re potential use of FRE 502(d) orders (.6); letter to NYAG re update in case and sale of Navy Yard (.2).	0.80
Levi, Miriam M.	Rstr	Associate	01/06/23	710	Attend call re Xclaim discovery request.	0.50
Weber, John	Rstr	Partner	01/06/23	710	Teleconference with M. Levi and W. Clareman re Epiq discovery issues re Madison documents e Xclaim proceeding.	0.30
Levi, Miriam M.	Rstr	Associate	01/11/23	710	Attend call re CHF discovery request (.5); draft email re same (.5).	1.00
Winter, Daniel G.	Lit	Associate	01/20/23	710	Call with W. Clareman and L. Varga to discuss updates to case and next steps re litigation components of case.	0.30
Winter, Daniel G.	Lit	Associate	01/20/23	710	Review and analyze confirmation calendar for relevant litigation scheduling.	1.00
Hasan, Shafaq	Rstr	Associate	01/23/23	710	Attend call with Hayden Foundation.	0.50
Levi, Miriam M.	Rstr	Associate	01/23/23	710	Call with CHF re discovery request.	0.50
Winter, Daniel G.	Lit	Associate	01/23/23	710	Emails with L. Varga re preparation of expert consulting agreements for C&W and review draft re same.	0.80
Winter, Daniel G.	Lit	Associate	01/24/23	710	Team call to discuss case status and updates.	0.40
Winter, Daniel G.	Lit	Associate	01/24/23	710	Review email re draft 502(d) order.	0.60
Winter, Daniel G.	Lit	Associate	01/26/23	710	Review, analyze potential SOL implications of claims against RU (1.0); review relevant materials re same (1.4); discussions with M. Levi re same (.4).	2.80
Winter, Daniel G.	Lit	Associate	01/26/23	710	Call with FK to discuss SOL implications of claims against RU.	0.60
Hasan, Shafaq	Rstr	Associate	01/05/23	711	Correspond with court re hearing (.1); correspond with internal PW team re same (.1).	0.20
Hossain, Julia	Rstr	Paralegal	01/06/23	711	Prepare and edit hearing agenda for the January 12, 2023 hearing.	1.00
Levi, Miriam M.	Rstr	Associate	01/10/23	711	Prepare for hearing.	0.30
Weber, John	Rstr	Partner	01/11/23	711	Prepare for hearing re exclusivity motion and interim fee applications (2.3); confer with A. Parlen re same (.4).	2.70
Hasan, Shafaq	Rstr	Associate	01/12/23	711	Attend hearing re exclusivity motion and interim fee applications (1.0); revise orders re same (.5).	1.50
Hossain, Julia	Rstr	Paralegal	01/12/23	711	Assist with hearing logistics.	0.20
Weber, John	Rstr	Partner	01/12/23	711	Prepare for and participate in hearing re exclusivity and interim fee applications (1.5); review, revise proposed orders and coordinate submission to chambers (.4).	1.90
Levi, Miriam M.	Rstr	Associate	01/12/23	711	Prepare for, and attend, exclusivity/fee application hearing.	1.30
Weber, John	Rstr	Partner	01/18/23	712	Review summit commitment letter and confer with D. Meyers, Summit break-up fee team and next steps.	0.40

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Name	Dept	Title	Date	Task	Description	Hours
Weber, John	Rstr	Partner	01/25/23	712	Consider and assess treatment of Summit Break-Up Fee.	0.50
Weber, John	Rstr	Partner	01/26/23	712	Confer with T. Meyers re summit break-up fee (.4); correspond with D. Meyers re same (.2).	0.60
Levi, Miriam M.	Rstr	Associate	01/13/23	715	Emails re EDC grants (.3); calls re same (1.4).	1.70
Weber, John	Rstr	Partner	01/06/23	716	Correspond with T. McChristian re board update.	0.30
Kornberg, Alan W	Rstr	Of Counsel	01/13/23	716	Emails to and from J. Dold and J. Weber re treatment of proposed settlement in Madison's financial statements.	0.10
Levi, Miriam M.	Rstr	Associate	01/18/23	716	Attend call with board members re outreach.	0.30
Levi, Miriam M.	Rstr	Associate	01/20/23	716	Draft introductory email for board (.2); emails re same (.1).	0.30
Kornberg, Alan W	Rstr	Of Counsel	01/26/23	716	Emails to and from T. McChristian re need for and scheduling of next board meeting.	0.10
Weber, John	Rstr	Partner	01/26/23	716	Correspond with T. McChristian re board materials.	0.10
Weber, John	Rstr	Partner	01/27/23	716	Correspond with M. Levi re Board materials (.1); review, revise same (.6).	0.70
Levi, Miriam M.	Rstr	Associate	01/30/23	716	Draft board talking points.	0.80
Kornberg, Alan W	Rstr	Of Counsel	01/30/23	716	Emails to, from D. Devine re potential discussions concerning threatened confirmation objections.	0.10
Kornberg, Alan W	Rstr	Of Counsel	01/30/23	716	Emails to, from T. McChristian, J. Weber and M. Levi re agenda for upcoming Board Meeting (.1); follow-up email to and from M. Levi re same (.1).	0.20
Weber, John	Rstr	Partner	01/30/23	716	Correspond with T. McChristain and M. Levi re board materials.	0.20
Weber, John	Rstr	Partner	01/30/23	716	Correspond with T. McChristian re plan timing and case calendar.	0.20
Weber, John	Rstr	Partner	01/31/23	716	Confer with M. Levi re Board meeting and audit issues.	0.30
TOTAL						199.70

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TASK CODE SUMMARY

Code	Code Description	Timekeeper	Hours	Amount
701	Case Administration	John Weber Alan W Kornberg Shafaq Hasan Miriam M. Levi Tyler F Zelinger Julia Hossain	3.10 0.70 2.50 3.10 1.70 3.90	4,975.50 1,417.50 2,837.50 3,751.00 1,768.00 1,482.00
			TOTAL	15.00 16,231.50
702	Asset Analysis and Recovery	John Weber Alan W Kornberg Miriam M. Levi Tyler F Zelinger	6.30 0.50 1.90 3.10	10,111.50 1,012.50 2,299.00 3,224.00
			TOTAL	11.80 16,647.00
703	Asset Disposition / Sale Transaction	John Weber Alan W Kornberg Shafaq Hasan Miriam M. Levi Tyler F Zelinger	0.20 0.10 0.70 0.30 4.70	321.00 202.50 794.50 363.00 4,888.00
			TOTAL	6.00 6,569.00
705	Fee/Employment Applications	John Weber Alan W Kornberg Miriam M. Levi Julia Hossain	7.60 0.50 1.10 0.40	12,198.00 1,012.50 1,331.00 152.00
			TOTAL	9.60 14,693.50
708	Claims Administration and Objections	John Weber Miriam M. Levi Tyler F Zelinger	0.40 12.40 2.50	642.00 15,004.00 2,600.00
			TOTAL	15.30 18,246.00
709	Plan and Disclosure Statement	John Weber Alan W Kornberg Shafaq Hasan	50.80 8.80 17.10	81,534.00 17,820.00 19,408.50

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Code	Code Description	Timekeeper	Hours	Amount
		Miriam M. Levi	22.00	26,620.00
		Daniel G. Winter	1.20	1,536.00
		Tyler F Zelinger	11.50	11,960.00
		TOTAL	111.40	158,878.50
710	Litigation	John Weber	0.30	481.50
		Shafaq Hasan	0.50	567.50
		Miriam M. Levi	2.00	2,420.00
		Daniel G. Winter	11.80	15,104.00
		TOTAL	14.60	18,573.00
711	Court Hearings	John Weber	4.60	7,383.00
		Shafaq Hasan	1.70	1,929.50
		Miriam M. Levi	1.60	1,936.00
		Julia Hossain	1.20	456.00
		TOTAL	9.10	11,704.50
712	Cash Collateral/DIP Financing/Exit Financing	John Weber	1.50	2,407.50
		TOTAL	1.50	2,407.50
715	Creditor Inquiries	Miriam M. Levi	1.70	2,057.00
		TOTAL	1.70	2,057.00
716	Corporate Governance and Board Matters	John Weber	1.80	2,889.00
		Alan W Kornberg	0.50	1,012.50
		Miriam M. Levi	1.40	1,694.00
		TOTAL	3.70	5,595.50
		MATTER TOTAL	199.70	271,603.00